

EXHIBIT R

1 - HIGHLY CONFIDENTIAL - DAN GROPPER -

2 UNITED STATES BANKRUPTCY COURT

3 SOUTHERN DISTRICT OF NEW YORK

4 ----- X

5)

6 In Re:) Chapter 11

7 MOTORS LIQUIDATION COMPANY, et al.,) Case No.
8 f/k/a General Motors Corporation,) 09-50026 (REG)
9 et al,)

9 Debtors.)

10 ----- X

11

12 DATE: March 14, 2012

13 TIME: 9:05 a.m.

14

15 HIGHLY CONFIDENTIAL DEPOSITION OF DAN

16 GROPPER, held at the offices of Greenberg Traurig,

17 200 Park Avenue, New York, New York, pursuant to

18 Agreement, before Hope Menaker, a Shorthand

19 Reporter and Notary Public of the State of New

20 York.

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1 - HIGHLY CONFIDENTIAL - DAN GROPPER -

2 A P P E A R A N C E S

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1 - HIGHLY CONFIDENTIAL - DAN GROPPER -

2 A P P E A R A N C E S (cont'd)

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20 New York, New York 10036

21 BY: DANIEL J. SAVAL, ESQ.

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1 - HIGHLY CONFIDENTIAL - DAN GROPPER -

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3 DANIEL GROPPER, called as a witness,
4 having been duly sworn on March 12, 2012, by a
5 Notary Public, was examined and testified as
6 follows:

7 535 Madison Avenue
8 New York, New York
9 (Business)

10

11 EXAMINATION BY MR. FISHER:

12 Q. Good morning, Mr. Gropper. My name
13 Eric Fisher and I'm with the law firm of Dickstein
14 Shapiro, and we represent the GUC Trust in
15 connection with the GM bankruptcy proceedings.

16 I'm going to have a number of
17 questions for you today. If you don't understand
18 a question, please let me know and I'll be happy
19 to rephrase, okay?

20 A. Yes.

21 Q. And if at any point you want to take
22 a break, of course you're free to take a break,
23 just let me know. I only ask that we not take a
24 break while there's still a question pending,
25 okay?

1 - HIGHLY CONFIDENTIAL - DAN GROPPER -

2 A. The terms were reflected in the
3 lockup agreement that was signed subsequent to
4 Saturday.

5 Q. The lockup agreement that was signed
6 subsequent to Saturday, when was that signed?

7 A. That was signed before General Motors
8 filed for bankruptcy, on Monday morning.

9 Q. Who signed that the lockup agreement
10 that was signed on Monday who signed that
11 agreement?

12 A. Well, I did. I know that
13 representatives from Fortress, Elliott and
14 Appaloosa signed it and certain of the GM entities
15 signed it. I don't recall which ones.

16 Q. What time on Monday morning did you
17 sign it?

18 A. Around 7:00.

19 Q. And when you signed it at around 7:00
20 a.m. on Monday morning, was the text of the lockup
21 agreement itself in its final form?

22 A. I believe it was.

23 Q. Do you remember -- where were you
24 when you signed the lockup agreement?

25 A. At Weil, Gotshal's offices.

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2 Q. When you say you know the parties
3 were collecting signatures, who was collecting the
4 signatures from the parties?

5 A. Weil.

6 Q. And do you know whether Weil
7 collected all of the signatures from all of the
8 parties before GM filed for bankruptcy on Monday
9 morning?

10 A. I remember being told they had.

11 Q. Who told you that they had?

12 A. I don't recall.

13 Q. Apart from being told that all the
14 signatures had been collected prior to the GM
15 bankruptcy filing, do you have any other facts on
16 which you base the conclusion that all the
17 signature pages had been collected before the GM
18 bankruptcy filing?

19 A. Again, I said that the Canadian
20 government was not prepared to sign off on the
21 filing of GM until the agreement was done and
22 signed and the Canadian government was investing
23 capital in the restructuring of GM, actually I
24 recall meeting representatives of the Canadian
25 government who were looking at the final version

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2 of the agreement before the filing and being
3 introduced to them. They were senior members of
4 the Canadian government finance -- I don't know
5 what they called their treasury, but it's that
6 entity in Canada.

7 Q. That recollection is from Monday
8 morning?

9 A. Yes.

10 Q. Who told you that the Canadian
11 government would not sign off on the bankruptcy
12 filing for GM until after the lockup agreement had
13 been fully executed?

14 A. I don't recall.

15 Q. Can you think of any document that
16 might help refresh your recollection as to who
17 told you that?

18 A. No.

19 Q. What's your understanding or do you
20 have an understanding as to why that was important
21 to the Canadian government?

22 A. I don't.

23 Q. And you stated that you signed
24 Aurelius' signature page to the lockup agreement
25 sometime around 7:00 a.m. on Monday morning. Do

1 - HIGHLY CONFIDENTIAL - DAN GROPPER -

2 A. I don't know that there were any
3 further revisions.

4 Q. What's your recollection as to when
5 the final documentation -- as to when the lockup
6 agreement was in its final form?

7 A. I don't recall. When I say I don't
8 recall, I don't recall the time on the clock when
9 it occurred.

10 Q. Do you recall anything, even if you
11 don't recall the time on the clock, what do you
12 recall about the time when the documentation was
13 finalized?

14 MR. FINGER: Objection. I believe
15 it's asked and answered. You may answer
16 again.

17 A. I'm not -- I'm not sure I understand
18 the question in that form.

19 Q. Is it your testimony that the
20 document, that the lockup agreement document was
21 finalized before the GM bankruptcy petition was
22 filed?

23 A. Yes.

24 Q. How do you know that?

25 A. Just -- it's just my recollect of it.

1 - HIGHLY CONFIDENTIAL - DAN GROPPER -

2 A C K N O W L E D G E M E N T

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4 STATE OF NEW YORK)

5) ss.

6 COUNTY OF NEW YORK)

7

8 I, DANIEL GROPPER, hereby certify that I have
9 read the transcript of my testimony taken under
10 oath in my deposition of March 14, 2012; that
11 the transcript is a true, complete and correct
12 record of my testimony, and that the answers on
13 the record as given by me are true and correct.

14

15

16 _____
DANIEL GROPPER

17

18 Subscribed and sworn

19 to before me on this the

20 _____ day of _____, 2012.

21 Notary Public, State of New York

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C E R T I F I C A T E

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

I, HOPE LYNN MENAKER, a Notary Public within
and for the State of New York, do hereby certify:

That DANIEL GROPPER, the witness whose
deposition is hereinbefore set forth, was duly
sworn by me and that such deposition is a true
record of the testimony given by the witness.

I certify that neither Daniel Gropper nor
counsel for Mr. Gropper requested to review the
transcript to make changes to form or substance.

I further certify that I am not related to
any of the parties to this action by blood or
marriage, and that I am in no way interested in
the outcome of this matter.

IN WITNESS WHEREOF, I have hereunto
set my hand this 16th day of March, 2012.

HOPE LYNN MENAKER

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